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July 17, 2001

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DOJ #90-5-2-1-2175

Mr. Roger Westman  
Manager, Air Quality Program  
Allegheny County Health Department  
301 39th Street  
Pittsburgh, PA 15201-1891

Re: USS ET-United States of America & Allegheny County  
Health Department v. USX Corporation  
Civil Action No. 99-1783

Dear Sir or Madam:

This letter is to advise you that USX Corporation has elected to reorganize itself as a holding company under Delaware law. As a result, a new holding company named USX Corporation has been created with two major wholly owned subsidiaries: Marathon Oil Company and United States Steel LLC.

Effective July 2, 2001, the former USX Corporation has been merged into United States Steel LLC, a Delaware limited liability company. The business of the U. S. Steel Group of USX Corporation will be conducted through United States Steel LLC. United States Steel LLC is the successor by merger to the former USX Corporation and in the merger, United States Steel LLC has succeeded to all rights and obligations of all existing contracts entered into by the U. S. Steel Group. All subsidiaries of the U. S. Steel Group of USX Corporation will become subsidiaries of United States Steel LLC. This reorganization does not affect any rights or obligations arising out of contracts with such subsidiaries. A copy of the Certificate of Merger, filed with the Delaware Secretary of State, is enclosed.



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This change in our corporate form is independent of the proposed separation of the energy and steel businesses of USX Corporation that was announced on April 24, 2001. The proposed separation is subject to a number of conditions which, if satisfied, will result in two freestanding publicly traded companies. If this occurs, United States Steel LLC is expected to convert into a publicly traded company to be called "United States Steel Corporation," on or about January 1, 2002.

Today's change in our corporate name and form will not change any addresses, phone numbers, e-mail addresses or the identity of your usual contacts. If you have any questions concerning United States Steel LLC, please contact the same representatives you dealt with before the merger.

Very truly yours,

A handwritten signature in cursive script, reading "Tishie W. Woodwell".

Tishie W. Woodwell

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"USX CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "UNITED STATES STEEL LLC" UNDER THE NAME OF "UNITED STATES STEEL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 2001, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1221411

DATE: 07-02-01

**CERTIFICATE OF MERGER**

**OF**

**USX CORPORATION**

**INTO**

**UNITED STATES STEEL LLC**

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Pursuant to Sections 18-204 and 18-209 of the Limited Liability Company Act of the State of Delaware and Sections 251(g) and 264 of the General Corporation Law of the State of Delaware

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FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities are: United States Steel LLC, which was formed as and is a Delaware limited liability company (the "Company") and USX Corporation, which was organized as and is a Delaware corporation ("USX").

SECOND: A Holding Company Reorganization Agreement, dated as of July 1, 2001, by and between USX and the Company (the "Agreement"), providing for the merger (the "Merger") of USX with and into the Company pursuant to Sections 251 and 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA"), has been approved, adopted, certified, executed, and acknowledged by each of the Company and the Corporation in accordance with Section 18-209 of the DLLCA, in the case of the Company, and Sections 251(g) and 264 of the DGCL, in the case of USX.

THIRD: The name of the surviving limited liability company shall be United States Steel LLC.

FOURTH: The executed Agreement is on file at the offices of the Company at 600 Grant Street, Pittsburgh, Pennsylvania 15219-476. A copy of the

Agreement will be furnished by the Company, on request and without cost, to any member of the Company or any stockholder of USX.

FIFTH: The effective time of the Merger shall be at 8:30 a.m. Eastern Daylight Time on July 2, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be signed by an authorized person as of July 2, 2001.

UNITED STATES STEEL LLC

By: R.M. Stanton  
Name: R.M. Stanton  
Title: Authorized Person